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14863-Q
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LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.
20006-2973

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND A

RECORDATION NO. 14863-Q-R
Filed 1425

JAN 19 1988 - 11 10 AM

INTERSTATE COMMERCE COMMISSION
January 15, 1988

No. 8-019A040

Date JAN 19 1988

Fee \$ 20.00

ICC Washington, D.C.

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of 1) a Supplement No. 8 dated January 14, 1988 to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985, between ACF Industries, Incorporated, Debtor, and Fleet National Bank, Individually and as Agent (the "Loan Agreement") and 2) a Supplement No. 8, dated January 14, 1988, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, by ACF Industries, Incorporated, Assignor, to Fleet National Bank, as Agent (the "Lease Assignments").

The enclosed secondary documents relate to the Loan Agreement and the Lease Assignments, which were duly filed and recorded at 12:10 p.m. on December 16, 1985 and assigned Recordation Numbers 14863 and 14863-A, respectively.

The names and addresses of the parties to the enclosed documents are:

Mortgagor/

Assignor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

Mortgagee/

Assignee: Fleet National Bank, individually
and as agent
111 Westminster Street
Providence, Rhode Island

Counterpart - CT. Kappler

100 OFFICE OF
TAP-SECRETARY
JAN 19 11 06 AM '88
MOTOR OPERATING UNIT

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
January 15, 1988
Page Two

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A attached hereto and made a part hereof.

The undersigned is agent for the Mortgagor/Assignor named above for the purpose of submitting the enclosed documents for filing and recordation.


Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$20 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Supplement No. 8 dated January 14, 1988 to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985; and Supplement No. 8 dated January 14, 1988 to Schedule I Annexed to Assignment of Leases dated as of December 13, 1985, covering the addition of railroad tank and covered hopper cars bearing ACFX marks and numbers, a total of two hundred sixty-seven (267) units.

Very truly yours,


Charles T. Kappler

Enclosures

1. The first step is to identify the problem or question that needs to be answered. This involves understanding the context and the specific requirements of the task.

• - - -

ICC Copy
14863-Q

**SUPPLEMENT TO BRIDGE LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT**

RECORDATION NO. 14863-9 Filed 1425

**SUPPLEMENT NO. 8
TO**

JAN 19 1988 - 11 10 AM

**SCHEDULE B
ANNEXED TO BRIDGE LOAN, CHATTEL MORTGAGE AND SECURITY AGREEMENT
DATED DECEMBER 13, 1985**

**BETWEEN
ACF INDUSTRIES, INCORPORATED
("DEBTOR")**

**AND
FLEET NATIONAL BANK, INDIVIDUALLY AND AS AGENT ("AGENT")**

WHEREAS, Debtor and the Agent entered into a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Banks (as defined therein) agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Debtor shall execute and deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

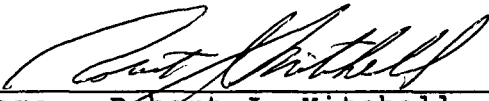
1. Schedule B to the Loan Agreement is hereby amended and supplemented by the addition thereto of the following described Collateral (as defined in the Loan

Agreement) with respect thereto, which additional Collateral is to be covered by the Loan Agreement and the liens and encumbrances created thereby:


See Schedule I annexed hereto and made a part hereof.

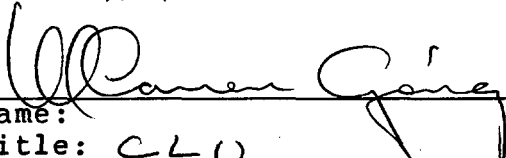
IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 14 day of January, 1988.

ACF INDUSTRIES, INCORPORATED

By 
Name: Robert J. Mitchell
Title: Treasurer

FLEET NATIONAL BANK, in its individual capacity and as Agent

By 
Name: BARBARA L. EDMOND
Title: AVP

By 
Name:
Title: CLO

SCHEDULE I

<u>CAR NUMBER</u>	<u>QUANTITY</u>	<u>COST</u>	<u>AAR DESIG.</u>
65011 - 65020	10	\$ 2,583,779	C214
65022 - 65035	14		
65037 - 65052	16		
65054 - 65060	7		
65240	1	940,443	"
65242 - 65247	6		
65250 - 65255	6		
65258 - 65259	2		
65261 - 65265	5		
65267	1		
51434 - 51435	2	128,398	C614
51456 - 51460	5	341,129	"
51478 - 51484	7	449,295	"
51493	1	65,479	"
51521 - 51522	2	127,688	"
51523 - 51532	10	638,199	"
71865 - 71999	135	4,834,372	T104
71834 - 71838	5	197,101	T105
71688 - 71716	29	1,313,929	T107
77300	1	145,991	T544
77307	1		
77313	1		
	<hr/>	<hr/>	
Total	267	\$11,765,803	

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

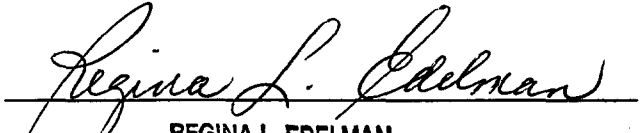
ON THIS 14 DAY OF January, 1988, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 108 Hewlett Avenue, Merick, New York 11566, that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

JILL C. SCHEUER
Notary Public, State of New York
No. 31-47397
Qualified in New York
Commission Expires 2/28/90



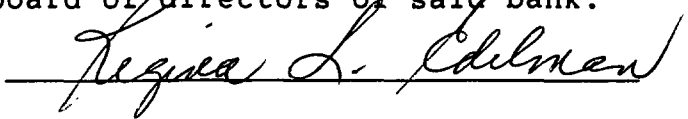
STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 14 day of January, 1988, before me personally came Barbara L. Edmond, to me known, who being to me duly sworn, did depose and say that she resides at 3 Mahan Road, Old Bethpage, New York 11804, that she is an Assistant Vice President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.


REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 41-4505178
Qualified in Queens County
Commission Expires February 28, 1990

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 14 day of January, 1988, before me personally came M. Carmen Gomez, to me known, who being to me duly sworn, did depose and say that she resides at 144-20 38th Avenue, Flushing, New York, that she is a Corp. Lending Officer of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.


REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 41-4505178
Qualified in Queens County
Commission Expires February 28, 1990